

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case Nos. 05-44481 (RDD)
	:	Jointly Administered
Debtor.	:	
-----	X	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )

Stephen D. Gardner being duly sworn, deposes and says:

1. I am a partner of Kronish Lieb Weiner & Hellman LLP ("Kronish Lieb") which firm maintains offices at 1114 Avenue of the Americas, New York, NY 10036.
2. Neither I, Kronish Lieb, nor any partner, associate, counsel or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Kronish Lieb represents Delphi Corporation as counsel in a variety of general federal income tax matters (including questions relating to corporate income tax, the income tax treatment of joint ventures, foreign tax credits and the United States tax consequences of the restructuring of certain of its foreign activities).
4. The Debtors have requested, and Kronish Lieb has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.
5. Kronish Lieb's current fee arrangement ranges from \$750.00 - \$190.00 per hour for attorney's fees, plus costs and expenses.

<u>Name</u>	<u>Hourly Rate</u>
Stephen D. Gardner	\$750.00
John P. Steines, Jr.	\$750.00
Lesse Castleberry	\$695.00
Betsy Purintun	\$660.00
Phillip Gall	\$585.00
Zvi Hahn	\$585.00
Paul M. Ritter	\$550.00
Clint E. Massengill	\$450.00
David R. Franklin	\$420.00
Phil Pepper	\$340.00
Franny Y. Wang	\$280.00
David M. Fleischer	\$190.00

6. Except as set forth herein, no promises have been received by any partner, associate or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Kronish Lieb has no agreement with any entity to share with such entity any compensation received by Kronish Lieb.

8. Kronish Lieb and its partners, associates, counsel and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Kronish Lieb does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Kronish Lieb, nor any partner, associate, counsel or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Kronish Lieb is to be engaged.

10. The foregoing constitutes the statement of Stephen D. Gardner, Esq. for Kronish Lieb pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

/s/ STEPHEN D. GARDNER  
STEPHEN D. GARDNER, ESQ

Subscribed and sworn before me  
this 12th day of January, 2006

/s/ Eileen Klein  
Notary Public

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**CERTIFICATE OF SERVICE**

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )

Stephen D. Gardner, being duly sworn, deposes and says that on January 12, 2006 he served the within Affidavit of Ordinary Course Professional upon the following by United States regular mail, postage prepaid:

Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098  
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
Attn: John Wm. Butler, Jr., Esq.

U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NH 10044  
Attn: Alicia M. Leonhard, Esq.

Latham & Watkins  
885 Third Avenue  
New York, New York 10022  
Attn: Mark A. Broude, Esq.

Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
Attn: Marissa Wesley, Esq.

Davis Polk & Wardell  
450 Lexington Avenue  
New York, New York 10017  
Attn: Marlane Melican, Esq.

/s/ STEPHEN D. GARDNER  
STEPHEN D. GARDNER, ESQ.

Subscribed and sworn before me  
this 12th day of January, 2006

/s/ Eileen Klein  
Notary Public